Edgar Filing: MATERIAL SCIENCES CORP - Form 4

MATERIAL SCI Form 4 June 01, 2005	IENCES CO	RP									
FORM 4	[PPROVAL	
Check this box			S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					N OMB Number:	3235-0287		
								Estimated burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the I	Public U		ding Con	npany	Act o	ge Act of 1934, f 1935 or Secti 40		. 0.3	
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> GRAY AVRUM			2. Issuer Name and Ticker or Trading Symbol MATERIAL SCIENCES CORP			5. Relationship of Reporting Person(s) to Issuer					
			[MSC]					(Che	(Check all applicable)		
(Last) G-BAR LIMITE PARTNERSHIF ST.	ED	Middle)		of Earliest T Day/Year) 2005	ransaction			X Director Officer (giv below)	ve title 109 below)	% Owner her (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO, IL 6	60605							Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securi	ties Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)		Date, if	Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			S F O F T (5. Amount of Securities Beneficially Dwned Following Reported Fransaction(s) Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		C 1 1	c.				Price `	• 1• 4			
Reminder: Report or	n a separate line	e for each cla	ass of sec	unties bene	netany owi	ieu aire	ectly or	mairecuy.			

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactie Code (Instr. 8)	5. Number or of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date (Month/Day/Year		Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(1)</u>	06/01/2005	А	714	06/01/2005 <u>(2)</u>	(3)	Common Stock	714	\$

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Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
GRAY AVRUM G-BAR LIMITED PART 440 S. LASALLE ST. CHICAGO, IL 60605	NERSHIP	Х					
Signatures							
Jeffrey Siemers-Secy.	06/01/200)5					
<u>**</u> Signature of	Date						

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (3) Unless earlier redeemed pursuant to terms of the plan, the grant will automatically be redeemed on the fifth anniversary of the grant date.
- (2) The units (issued out of the 2005 Long Term Incentive Plan for Non-Employee Directors), vest immediately, but are distributed five years from the grant date.
- (1) Conversion price of phantom stock units is 1-for-1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Person